

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
)
MCG CAPITAL CORPORATION,)
)
)
Transferee)

File No. ITC-T/C-2004 _____

and)

WC Docket No. 04-415

BROADVIEW NETWORKS HOLDINGS, INC.)
)
)
Transferor)
)
)

Notice of and Request For Grant of Authority)
Pursuant to Section 214 of the Communications Act)
of 1934, as amended, and Sections 63.04 and 63.24)
of the Commission's Rules to Complete a)
Transfer of Control of Broadview Networks, Inc. and)
Broadview NP Acquisition Corp., Authorized)
International and Domestic Interstate Carriers)
_____)

AMENDMENT TO JOINT APPLICATION

MCG Capital Corporation ("MCG") and Broadview Networks Holdings, Inc. ("Broadview Holdings")(MCG and Broadview Holdings collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 & 63.24, hereby submit this Amendment to their above-captioned application filed on October 29, 2004 ("Application"), for authority to complete a series of transactions which will result in a transfer of control of Broadview Holdings' two subsidiaries holding international and domestic Section 214 authority, namely Broadview Networks, Inc. ("Broadview Networks") and Broadview NP Acquisition Corp. ("Broadview NP")(Broadview Networks and Broadview NP, together

“Broadview Operating Companies” or “Licensees”). This Amendment is necessary to reflect a recent *pro forma* change in the proposed transaction’s structure and to request authority, to the extent necessary, for the transfer of control of Broadview NP’s international Section 214 authority.¹

Change in Transaction Structure

In their Application, Applicants stated that pursuant to an Agreement and Plan of Merger (“Agreement”), dated October 29, 2004, a newly formed wholly owned subsidiary of Broadview Holdings, BV-BC Acquisition Corporation, (“BV-BC”), would merge with and into BridgeCom Holdings. As a result, BridgeCom Holdings would become a wholly owned subsidiary of Broadview Holdings. At the same time, MCG would acquire a substantial equity interest and majority voting control of Broadview Holdings. MCG would thereby acquire indirect control over the Broadview Operating Companies and retain ultimate control over BridgeCom Holdings and its operating subsidiaries.

Recently, the Applicants amended their Agreement to slightly revise the structure of the merger. Instead of BV-BC merging into BridgeCom Holdings, MCG IH II, Inc. (“MCG IH”), the wholly owned subsidiary of MCG which now currently owns BridgeCom Holdings, will now merge with and into BV-BC, with BV-BC (instead of MCG IH) being the surviving entity. A revised chart illustrating this change is attached as Exhibit A. As demonstrated in Exhibit A, the resulting post-transaction structure will be nearly identical to the structure outlined in the initial Application, with the only difference being that MCG IH will no longer exist as an intermediate corporation between MCG and Broadview Holdings, and BV-BC will now become an intermediate corporation between BridgeCom Holdings, Inc. and Broadview

¹ A filing fee of \$895.00 is being submitted with this Amendment to cover the request for the transfer of control of Broadview NP’s international Section 214 authority.

Holdings. Applicants emphasize, however, as drafted in the initial Application, Broadview Holdings will remain the Transferor, and MCG will remain the Transferee. Accordingly, this change in merger structure is *pro forma* and does not require the republication of the FCC's public notice for the transfer of control of the Broadview Operating Companies' domestic Section 214 authority.

Transfer of Control of Broadview NP's International Section 214 Authority

Subsequent to the filing of the initial Application, the Applicants determined that Broadview NP needs international Section 214 authority to continue providing the services it currently offers its customers. Therefore, pursuant to the advice of FCC staff, Broadview NP filed on November 18, 2004, a request for Special Temporary Authority ("STA") to provide international telecommunications services on a facilities and resale basis.² Broadview NP also filed an application for permanent international Section 214 authority.³ Broadview NP expects both the STA request and the international Section 214 application to be granted prior to the transfer of control of Broadview NP to MCG. Therefore, the Applicants request that this transfer of control application be amended to include a request for authority to transfer control of Broadview NP and its international Section 214 authorization to MCG, assuming that Broadview NP at the time of grant holds international Section 214 authority either via the STA or grant of its underlying Section 214 application.⁴

² See International Section 214 Special Temporary Authority Application, IB Submission Code: IB2004003180, submitted November 18, 2004.

³ See International Section 214 Application, IB Submission Code: IB2004003179, submitted November 18, 2004.

⁴ In the unlikely event Broadview NP's STA request and/or international Section 214 application still remain pending at the time of the grant of this transfer of control application, and the subject transfer of control of Broadview NP occurs, Applicants request that the Commission continue to process the STA request and Section 214 application, but reflect the new ownership structure within their grant.

Except as amended by the statements made herein, all other information in the above-captioned Application remains true and correct to the best of our knowledge, information and belief. This includes the certifications made by MCG in response to Sections 63.18(i)-(p) as to its lack of foreign affiliations resulting from this transfer of control, and its certification that it and its licensed subsidiaries have not agreed to accept special concessions.

Respectfully submitted,



Catherine Wang
Troy F. Tanner
Edward S. Quill, Jr.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
CWang@swidlaw.com (E-Mail)
TFTanner@swidlaw.com (E-Mail)
ESQuill@swidlaw.com (E-Mail)

Counsel for MCG Capital Corporation



Brad E. Mutschelknaus
Joan M. Griffin
Kelley Drye & Warren LLP
1200 19th Street, N.W., Suite 500
Washington, DC 20036
(202) 955-9765 (Tel)
(202) 955-9792 (Fax)
BMutschelknaus@kelleydrye.com (E-Mail)
JGriffin@kelleydrye.com (E-Mail)

Counsel for Broadview Network Holdings, Inc.

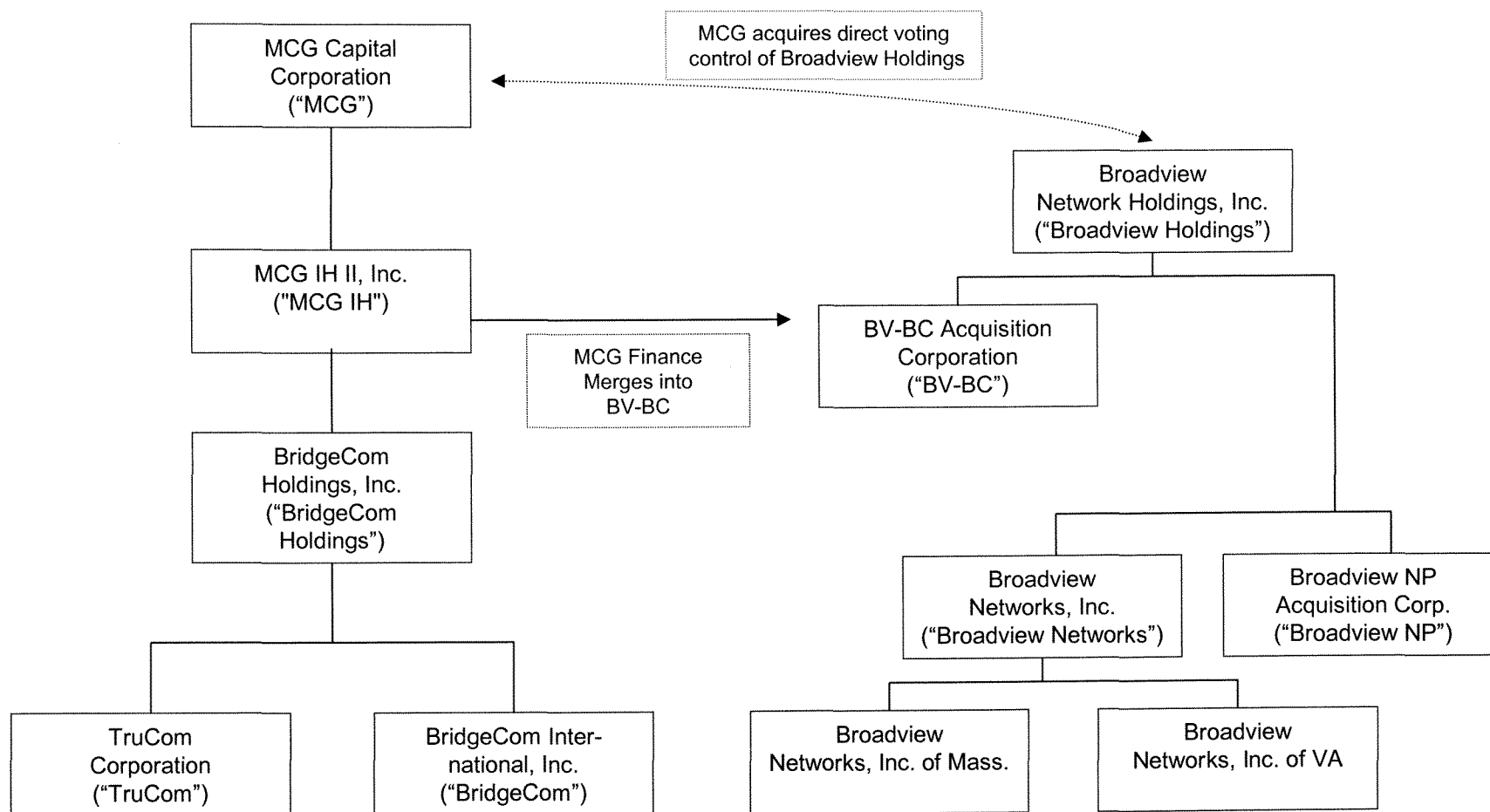
Dated: November 19, 2004

Exhibit A

Illustrative Chart

BridgeCom/Broadview Illustrative Chart

Pre-Transaction



BridgeCom/Broadview Illustrative Chart

Post-Transaction

